

**FIRST ADDENDUM TO REQUEST FOR PROPOSALS
FOR WESTERN ART AND HISTORY MUSEUM
OPERATOR FOR TO-BE-BUILT MUSEUM
DOWNTOWN SCOTTSDALE
SCOTTSDALE, AZ**

Request for Proposals dated January 13, 2012
First Addendum Dated February 8, 2012

Note: If there is a conflict between the RFP (including its addenda) and other materials regarding the proposed museum (such as the City's published Response to Suggestions) the RFP (including its addenda) shall control.

NOTICE IS HEREBY GIVEN that the above-referenced Request for Proposals is clarified and modified in the following manner:

MODIFICATION TO RFP COVER PAGE

1-Add the Cover Page attached to this addendum as Schedule 1 to the front of the RFP.

MODIFICATION TO OVERVIEW

2-RFP paragraph 1.1 on page 1, add the following language:

The City considers the *Characteristics of Excellence for U.S. Museum*, as outlined in the AAM's document as the City's definition of "modern" and "first-class" with link to document:
<http://www.aam-us.org/aboutmuseums/standards/upload/Characteristics-of-Excellence-reg-and-pe.pdf>

MODIFICATION TO DESCRIPTION OF PROJECT SITE AND ENVIRONS

3-In RFP paragraph 2.5 on page 5, delete the following language:

The proposed site is located above an underground parking garage with an engineered substructure designed to support a roughly 30,000 square foot building as conceptually described in the 2006 Feasibility Study which is located online at:

www.scottsdaleaz.gov/Assets/Public+Website/economics/economics+images/Museum+of+the+West+Feasibility+Study.pdf

MODIFICATION TO CITY GOALS

4-In RFP paragraph 3.1.1.4.2 on page 7, add the following language:

The Tenant is expected to create programming for use in schools as well as in the museum. As identified in the 2006 Feasibility Study, to guide the development of the program for the museum, a series of visitor-centered interpretive goals were established. The museum aims to provide educational programs for school children that relate directly to the K-12 education Standards of Arizona Department of Education and additional programs for all age groups as well as meet the needs of diverse audiences through active in-reach and out-reach

programming. Proposers are encouraged to read the 2006 Feasibility Study in its entirety; this specific information can be found in the Key Interpretive Goals section of the document. Proposers are required to indicate their minimum plans; the winning Proposal will provide information for lease clarification.

MODIFICATION TO FINANCIAL GOALS

5-In RFP paragraph 3.2.4 on page 8, delete the following language:

Tenant must provide operating fund shortfall reserves in the form of cash, letter of credit or other security agreed upon by both parties.

MODIFICATION TO PROCESS

6-In RFP paragraph 4.1.9 on page 10, change the date from “March 7, 2012” to “TBD”

MODIFICATION TO NON-COMPETITIVE FACTORS

7-In RFP paragraph 5.1 on page 15, the Exhibit blank was inadvertently left incomplete, the Exhibit is referring to the lease.

8-At the end of RFP paragraph 5.2 on page 15, add the following language:

This will include, at City’s election, additional performances offered or claims made in the successful Proposal.

MODIFICATION TO COMPETITIVE FACTORS

No changes

MODIFICATION TO PROPOSAL CONTENTS (EXHIBIT)

9-At the end of RFP paragraph 1.1.1 on page 18, add the following language:

Provide this information in a format that can complete the blank in lease paragraph 17.6.

10-At the end of RFP paragraph 2.2.2.2 on page 21, add the following language:

Provide this information in a format that can complete the blank in lease paragraph 3.2.

11-At the end of RFP paragraph 2.2.2.4 on page 21, add the following language:

Provide this information in a format that can complete Exhibit L in lease paragraph 8.4.4.

12-At the end of RFP paragraph 2.2.3 on page 21, add the following language:

Provide this information in a format that can complete the blank in lease paragraph 3.4 and complete Exhibit K in lease paragraph 8.4.2.

13-At the end of RFP paragraph 3.1 on page 23, add the following language:

Provide this information in a format that can complete the Exhibit H in lease paragraph 4.22, Exhibit I in lease paragraph 5.3 and Exhibit J in lease paragraph 7.2.

14-At the end of RFP paragraph 3.2.1 on page 23, add the following language:

Provide this information in a format that can complete Recital F.

15-At the end of RFP paragraph 4.1.1.5 on page 24, add the following language:

Provide this information in a format that can complete the blank in lease paragraph 4.5.1.1.

16-At the end of RFP paragraph 4.1.2.7 on page 24, add the following language:
Provide this information in a format that can complete the blank in lease paragraph 4.5.2.1.

17-At the end of RFP paragraph 4.8 on page 27, add the following language:
Provide this information in a format that can complete Exhibit G in lease paragraph 4.18.

18-At the end of RFP paragraph 2.1.4 on page 20, remove and replace the following language:

Remove: Provide proof of cash, letters of credit (or other form of commitment acceptable to the city) for startup and working capital.

Replace with: Proposals will be required to provide evidence of financial capacity to perform the Tenant's obligation under the lease for the purposes of RFP evaluation. Regardless of such evidence, prior to design and construction the Tenant will be required to deposit cash, letters of credit or other commitment identified in the lease.

19-In RFP paragraph 4.1.1 and subparagraphs 4.1.1.1, 4.1.1.2, 4.1.1.3, 4.1.1.4, 4.1.1.5, 4.1.1.6, 4.1.1.7, 4.1.1.8 on page 23-24, remove and replace with the following language:

Remove: Primary

Replace with: Core

20-Insert the following new RFP paragraph 4.1.4 on page 25:

The City's definition of "art" includes collections as defined by the AAM. Collections: Objects, living or nonliving, that museums hold in trust for the public. Items usually are considered part of the museum's collections once they are accessioned. Some museums designated different categories of collections (permanent, research, educational) that functionally receive different types of care or use. These categories and their ramifications are established in the museum's collections management policy. Additionally, concerning accessioning: The creation of an immediate, brief, and permanent record utilizing a control number for an object or group of objects added to the collection from the same source at the same time, and for which the museum has custody, right, or title. Customarily, an accession record includes, among other data, the accession number; date and nature of acquisition (gift, excavation, expedition, purchase, bequest, etc.); source; brief identification and description; condition; provenance; value; and name of staff member recording the accession.

http://www.aam-us.org/getinvolved/pr/upload/D16_Acc_CollectionsExpect.pdf

21-In RFP paragraph 4.2.1 on page 25, add following language:

The City is asking Proposers to explain the amount of space square footages that will be used for the exhibition of art collections and other types of programming. This will EXCLUDE the amount of space square footages dedicated to non-programming uses including but not limited to offices, storage areas, prep areas, conference rooms, security equipment rooms, rest rooms, gift shop and vending/café areas. The City has replaced the word "art" with "collections" in RFP Section 4.2.1.

MODIFICATION TO LEASE RECITALS

22-In Lease Recital D, on page 1, remove and replace the following language:

Remove: The art and culture of the Western United States during the years from approximately 1820 through 1920 (“Western Heritage”). Western Heritage is an important part of the City of Scottsdale’s and Arizona’s past, present and future.

Replace with: The art and culture of the Western United States from Hohokam people and their irrigation canals, art and architecture to modernist painters, photographers, architects and environmentalists – what was once frontier has been transformed into the New West – and the interaction of the various personas, all through the eyes of artists, artifacts of the cultures, and stories of the people (all, collectively, “Western Heritage”) is an important part of the City of Scottsdale’s and Arizona’s past, present and future.

MODIFICATION TO LEASE PREMISES

No changes

MODIFICATION TO LEASE TERM OF AGREEMENT

No changes

MODIFICATION TO LEASE LESSEE’S PAYMENTS

No changes

MODIFICATION TO LEASE USE RESTRICTIONS

23-Lease paragraph 4.15.4 has been added on page 16, add following language:

Lessee shall operate the museum within AAM Standards for the first five years of operation and then obtain official AAM accreditation and maintain that accreditation throughout the term of the lease.

24-In Lease paragraph 4.18 on page 16, remove and replace the following language:

Remove: Lessor Construction Items Security. Lessee shall protect the Lessor Construction Items and its contents. Without limitation, Lessee shall comply with the requirements of **Exhibit “G”** attached hereto.

Replace with: Museum Building Security. Lessee shall protect the museum building and its contents. Without limitation, Lessee shall comply with the requirements of **Exhibit “G”** attached hereto.

MODIFICATION TO LEASE IMPROVEMENTS BY LESSOR

No changes

MODIFICATION TO LEASE LESSEE’S IMPROVEMENTS GENERALLY

No changes

MODIFICATION TO LEASE LESSEE’S INITIAL PROJECT CONSTRUCTION

No changes

MODIFICATION TO LEASE MAINTENANCE AND UTILITIES

25-In Lease paragraph 8.4.2 on page 29, add the following language:

Upon completion of design of the Lessee Construction Items, Lessee shall propose to Lessor an updated list of such work for Lessor's approval.

26-In Lease paragraph 8.4.4 on page 30, add the following language:

Upon completion of design of the Lessee Construction Items, Lessee shall propose to Lessor an updated list of such work for Lessor's approval.

MODIFICATION TO LEASE BREACH BY LESSEE

No changes

MODIFICATION TO LEASE TERMINATION

No changes

MODIFICATION TO LEASE INSURANCE AND INDEMNITY

27-Renumber paragraph 11.1.9 of the lease to be paragraph 11.1.10. Then, insert a new paragraph 11.1.9 as follows:

Fine Art. Insurance covering damage, loss, theft, destruction or other loss of all or any part of the Core Collection, the Secondary Collection, or other artwork or artifacts that is at the Premises or in Lessee's possession, regardless of by whom owned, in an amount not less than its full value.

MODIFICATION TO LEASE CONDEMNATION

No changes

MODIFICATION TO LEASE DAMAGE TO OR DESTRUCTION OF PREMISES

No changes

MODIFICATION TO LEASE LESSEE'S RECORDS

28-Renumber paragraph 14.3 of the lease to be paragraph 14.4. Then, insert a new paragraph 14.3 as follows:

Economic and Room Night Impact Study. Not less than once every three years Lessee shall obtain from professionals acceptable to Lessor and provide to Lessor an Economic and Room Night Impact Study providing and evaluating measurable factors influencing tourism and related economic benefits to Lessor, including without limitation increased sales tax revenues, retail sales and hotel room nights.

MODIFICATION TO LEASE COMPLIANCE WITH LAW

No changes

MODIFICATION TO LEASE ASSIGNABILITY

No changes

MODIFICATION TO LEASE MISCELLANEOUS

No changes

MODIFICATION TO LEASE TABLE OF EXHIBITS

29-Change lease Exhibit G reference to paragraph 4.18 of the lease (corrected from 4.19).



CITY OF SCOTTSDALE

REQUEST FOR PROPOSALS
WESTERN ART AND HISTORY MUSEUM
OPERATOR FOR TO-BE-BUILT MUSEUM
AT
DOWNTOWN SCOTTSDALE
SCOTTSDALE, AZ

Issued By
Economic Vitality Department
City of Scottsdale, Arizona
Issued January 13, 2012

Submissions Due No Later Than:
10:00 am, May 17, 2012

SCHEDULE 1

Except as modified by this First Addendum, the Request for Proposals is unchanged. Each proposal must include written acknowledgment of this First Addendum. Accordingly, complete and sign this page and return it with the proposal submittal.

FIRST ADDENDUM ACKNOWLEDGED BY:

Firm

Name (printed)

Title

Signature

Date